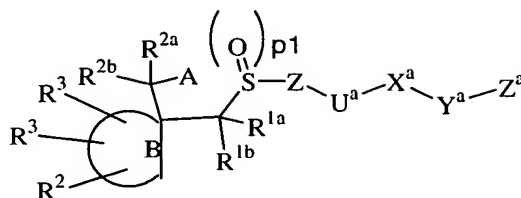


WHAT IS CLAIMED IS:

1. A compound of formula I:



I

5 or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-\text{COR}^5$, $-\text{CO}_2\text{H}$, $\text{CH}_2\text{CO}_2\text{H}$, $-\text{CO}_2\text{R}^6$, $-\text{CONHOH}$,
 $-\text{CONHOR}^5$, $-\text{CONHOR}^6$, $-\text{N}(\text{OH})\text{CHO}$, $-\text{N}(\text{OH})\text{COR}^5$, $-\text{SH}$,
 10 $-\text{CH}_2\text{SH}$, $-\text{SONHR}^a$, $-\text{SN}_2\text{H}_2\text{R}^a$, $-\text{PO}(\text{OH})_2$, and $-\text{PO}(\text{OH})\text{NHR}^a$;

ring B is a 3-10 membered carbocyclic or heterocyclic ring
 consisting of: carbon atoms, 0-1 carbonyl groups, 0-1
 double bonds, and from 0-2 ring heteroatoms selected
 15 from O, N, NR^2 , and $\text{S}(\text{O})_p$, provided that ring B
 contains other than a S-S, O-O, or S-O bond and
 provided that N- R^2 forms other than an N-O, N-N, or N-
 S bond;

20 Z is absent or selected from a C_{3-13} carbocyclic residue
 substituted with 0-5 R^b and a 5-14 membered
 heterocycle consisting of: carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 O, and $\text{S}(\text{O})_p$ and substituted with 0-5 R^b ;

25 U^a is absent or is selected from: O, NR^{a1} , $\text{C}(\text{O})$, $\text{C}(\text{O})\text{O}$,
 $\text{OC}(\text{O})$, $\text{C}(\text{O})\text{NR}^{a1}$, $\text{NR}^{a1}\text{C}(\text{O})$, $\text{OC}(\text{O})\text{O}$, $\text{OC}(\text{O})\text{NR}^{a1}$,
 $\text{NR}^{a1}\text{C}(\text{O})\text{O}$, $\text{NR}^{a1}\text{C}(\text{O})\text{NR}^{a1}$, $\text{S}(\text{O})_p$, $\text{S}(\text{O})_p\text{NR}^{a1}$, $\text{NR}^{a1}\text{S}(\text{O})_p$,
 and $\text{NR}^{a1}\text{SO}_2\text{NR}^{a1}$;

X^a is absent or selected from C₁₋₁₀ alkylene, C₂₋₁₀ alkenylene, and C₂₋₁₀ alkynylene;

5 Y^a is absent or selected from O, NR^{a1}, S(O)_p, and C(O);

10 Z^a is selected from a C₃₋₁₃ carbocyclic residue substituted with 0-5 R^c and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-5 R^c;

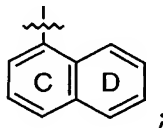
15 provided that Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p group;

R^{1a} is selected from H, C₁₋₄ alkyl, phenyl, benzyl, CH₂OR³, and CH₂NR^aR^{a1};

20 R^{1b} is selected from H, C₁₋₄ alkyl, phenyl, benzyl, CH₂OR³, and CH₂NR^aR^{a1};

25 alternatively, R^{1a} and R^{1b} combine to form a 3-6 membered ring consisting of: carbon atoms and 0-1 heteroatoms selected from O, S, S(O), S(O)₂, and NR^a;

provided that when R^{1a} and R^{1b} are hydrogen and ring B is a heterocycle, then Z^a is the following:



30

ring C is phenyl or pyridyl and is substituted with 0-2 R^c;

ring D is selected from phenyl, pyridyl, pyridazinyl,
pyrimidyl, and pyrazinyl, and is substituted with 0-3
5 R^c;

R² is selected from Q, C₁₋₁₀ alkylene-Q substituted with 0-3
R^{b1}, C₂₋₁₀ alkenylene-Q substituted with 0-3 R^{b1}, C₂₋₁₀
alkynylene-Q substituted with 0-3 R^{b1},

10 (CR^aRA¹)_{r1}O(CR^aRA¹)_r-Q, (CR^aRA¹)_{r1}NR^a(CR^aRA¹)_r-Q,
(CR^aRA¹)_{r1}C(O)(CR^aRA¹)_r-Q, (CR^aRA¹)_{r1}C(O)O(CR^aRA¹)_r-Q,
(CR^aRA¹)_{r1}OC(O)(CR^aRA¹)_r-Q, (CR^aRA¹)_{r1}C(O)NR^aRA¹,
(CR^aRA¹)_{r1}C(O)NR^a(CR^aRA¹)_r-Q,
(CR^aRA¹)_{r1}NR^aC(O)(CR^aRA¹)_r-Q,
15 (CR^aRA¹)_{r1}OC(O)O(CR^aRA¹)_r-Q,
(CR^aRA¹)_{r1}OC(O)NR^a(CR^aRA¹)_r-Q,
(CR^aRA¹)_{r1}NR^aC(O)O(CR^aRA¹)_r-Q,
(CR^aRA¹)_{r1}NR^aC(O)NR^a(CR^aRA¹)_r-Q,
(CR^aRA¹)_{r1}S(O)_p(CR^aRA¹)_r-Q, (CR^aRA¹)_{r1}SO₂NR^a(CR^aRA¹)_r-Q,
20 (CR^aRA¹)_{r1}NR^aSO₂(CR^aRA¹)_r-Q, and
(CR^aRA¹)_{r1}NR^aSO₂NR^a(CR^aRA¹)_r-Q; //

R^{2a} is selected from H, C₁₋₄ alkyl, phenyl, benzyl, CH₂OR³,
and CH₂NR^aRA¹;

25

R^{2b} is selected from H, C₁₋₄ alkyl, phenyl, benzyl, CH₂OR³,
and CH₂NR^aRA¹;

alternatively, R^{2a} and R^{2b} combine to form a 3-6 membered
30 ring consisting of: carbon atoms and 0-1 heteroatoms
selected from O, S, S(O), S(O)₂, and NR^a;

Q is selected from H, a C₃₋₁₃ carbocyclic residue substituted with 0-5 R^d and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-5 R^d;

R³, at each occurrence, is selected from Q¹, C₁₋₆ alkylene-Q¹, C₂₋₆ alkenylene-Q¹, C₂₋₆ alkynylene-Q¹, (CR^aR^a1)_r1O(CH₂)_r-Q¹, (CR^aR^a1)_r1NR^a(CR^aR^a1)_r-Q¹, (CR^aR^a1)_r1NR^aC(O)(CR^aR^a1)_r-Q¹, (CR^aR^a1)_r1C(O)NR^a(CR^aR^a1)_r-Q¹, (CR^aR^a1)_r1C(O)(CR^aR^a1)_r-Q¹, (CR^aR^a1)_r1C(O)O(CR^aR^a1)_r-Q¹, (CR^aR^a1)₂r1S(O)_p(CR^aR^a1)_r-Q¹, and (CR^aR^a1)_r1SO₂NR^a(CR^aR^a1)_r-Q¹;

alternatively, when two R³'s are attached to the same carbon atom, they combine to form a 3-8 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-3 R^d;

Q¹ is selected from H, phenyl substituted with 0-3 R^d, naphthyl substituted with 0-3 R^d and a 5-10 membered heteroaryl consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S and substituted with 0-3 R^d;

R^a, at each occurrence, is independently selected from H, C₁₋₄ alkyl, phenyl and benzyl;

R^{a1}, at each occurrence, is independently selected from H and C₁₋₄ alkyl;

alternatively, R^a and R^{a1} when attached to a nitrogen are taken together with the nitrogen to which they are attached to form a 5 or 6 membered ring comprising carbon atoms and from 0-1 additional heteroatoms selected from the group consisting of N, O, and S(O)_p;

R^{a2}, at each occurrence, is independently selected from C₁₋₄ alkyl, phenyl and benzyl;

R^b, at each occurrence, is independently selected from C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1}, R^aNC(O)NR^aR^{a1}, OC(O)NR^aR^{a1}, R^aNC(O)O, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, NR^aS(O)₂NR^aR^{a1}, OS(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, S(O)_pR^{a2}, CF₃, and CF₂CF₃;

R^{b1}, at each occurrence, is independently selected from OR^a, Cl, F, Br, I, =O, -CN, NO₂, and NR^aR^{a1};

R^c, at each occurrence, is independently selected from C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1}, R^aNC(O)NR^aR^{a1}, OC(O)NR^aR^{a1}, R^aNC(O)O, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, NR^aS(O)₂NR^aR^{a1}, OS(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, S(O)_pR^{a2}, CF₃, CF₂CF₃, C₃₋₁₀ carbocyclic residue and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;

R^d, at each occurrence, is independently selected from C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^a,

$C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$,
 $R^aNC(O)O$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$,
 $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3 , CF_2CF_3 , C_{3-10}
 carbocyclic residue and a 5-14 membered heterocycle
 consisting of: carbon atoms and 1-4 heteroatoms
 selected from the group consisting of N, O, and $S(O)_p$;

R^5 , at each occurrence, is selected from C_{1-10} alkyl
 substituted with 0-2 R^b , and C_{1-8} alkyl substituted
 with 0-2 R^e ;

R^e , at each occurrence, is selected from phenyl substituted
 with 0-2 R^b and biphenyl substituted with 0-2 R^b ;

R^6 , at each occurrence, is selected from phenyl, naphthyl,
 C_{1-10} alkyl-phenyl- C_{1-6} alkyl-, C_{3-11} cycloalkyl, C_{1-6}
 alkylcarbonyloxy- C_{1-3} alkyl-, C_{1-6}
 alkoxy carbonyloxy- C_{1-3} alkyl-, C_{2-10} alkoxy carbonyl,
 C_{3-6} cycloalkylcarbonyloxy- C_{1-3} alkyl-, C_{3-6}
 cycloalkoxy carbonyloxy- C_{1-3} alkyl-, C_{3-6}
 cycloalkoxy carbonyl, phenoxy carbonyl,
 phenyloxy carbonyloxy- C_{1-3} alkyl-,
 phenylcarbonyloxy- C_{1-3} alkyl-, C_{1-6} alkoxy- C_{1-6}
 alkylcarbonyloxy- C_{1-3} alkyl-, [5-(C_{1-5}
 alkyl)-1,3-dioxa-cyclopenten-2-one-yl]methyl,
 [5-(R^a)-1,3-dioxa-cyclopenten-2-one-yl]methyl,
 (5-aryl-1,3-dioxa-cyclopenten-2-one-yl)methyl, - C_{1-10}
 alkyl- NR^7R^{7a} , - $CH(R^8)OC(=O)R^9$, and - $CH(R^8)OC(=O)OR^9$;

R^7 is selected from H and C_{1-10} alkyl, C_{2-6} alkenyl, C_{3-6}
 cycloalkyl- C_{1-3} alkyl-, and phenyl- C_{1-6} alkyl-;

R^{7a} is selected from H and C₁₋₁₀ alkyl, C₂₋₆ alkenyl, C₃₋₆ cycloalkyl-C₁₋₃ alkyl-, and phenyl-C₁₋₆ alkyl-;

R⁸ is selected from H and C₁₋₄ linear alkyl;

5

R⁹ is selected from H, C₁₋₈ alkyl substituted with 1-2 R^f, C₃₋₈ cycloalkyl substituted with 1-2 R^f, and phenyl substituted with 0-2 R^b;

10 R^f, at each occurrence, is selected from C₁₋₄ alkyl, C₃₋₈ cycloalkyl, C₁₋₅ alkoxy, and phenyl substituted with 0-2 R^b;

p, at each occurrence, is selected from 0, 1, and 2;

15

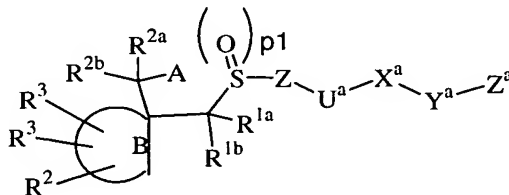
p₁ is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4;
and,

20

r₁, at each occurrence, is selected from 0, 1, 2, 3, and 4.

25 2. A compound according to Claim 1, wherein the compound is of formula II:



II

or a stereoisomer or pharmaceutically acceptable salt form
30 thereof, wherein;

A is selected from $-\text{CO}_2\text{H}$, $\text{CH}_2\text{CO}_2\text{H}$, $-\text{CONHOH}$, $-\text{CONHOR}^5$,
 $-\text{CONHOR}^6$, $-\text{N}(\text{OH})\text{CHO}$, $-\text{N}(\text{OH})\text{COR}^5$, $-\text{SH}$, and $-\text{CH}_2\text{SH}$;

5 ring B is a 4-7 membered carbocyclic or heterocyclic ring
consisting of: carbon atoms, 0-1 carbonyl groups, 0-1
double bonds, and from 0-2 ring heteroatoms selected
from O, N, and NR^2 , provided that ring B contains
other than an O-O bond and provided that N-R^2 forms
10 other than an N-O, N-N, or N-S bond;

Z is absent or selected from a C_{3-6} carbocyclic residue
substituted with 0-4 R^b and a 5-6 membered heterocycle
consisting of: carbon atoms and 1-4 heteroatoms
15 selected from the group consisting of N, O, and $\text{S}(\text{O})_p$
and substituted with 0-3 R^b ;

U^a is absent or is selected from: O, NR^{a1} , $\text{C}(\text{O})$, $\text{C}(\text{O})\text{O}$,
 $\text{C}(\text{O})\text{NR}^{a1}$, $\text{NR}^{a1}\text{C}(\text{O})$, $\text{S}(\text{O})_p$, and $\text{S}(\text{O})_p\text{NR}^{a1}$;

20 X^a is absent or selected from C_{1-4} alkylene and C_{2-4}
alkynylene;

Y^a is absent or selected from O and NR^{a1} ;

25 Z^a is selected from H, a C_{3-10} carbocyclic residue
substituted with 0-5 R^c and a 5-10 membered
heterocycle consisting of: carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
30 O, and $\text{S}(\text{O})_p$ and substituted with 0-5 R^c ;

provided that Z, U^a, Y^a, and Z^a do not combine to form a
N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

5 R² is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
C₂₋₆ alkynylene-Q, (CR^aR^{a1})_{r1}O(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r-Q, (CR^aR^{a1})_rC(O)NR^aR^{a1},
(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q,
10 and (CR^aR^{a1})_{r1}SO₂NR^a(CR^aR^{a1})_r-Q;

Q is selected from H, a C₃₋₆ carbocyclic residue
substituted with 0-5 R^d, and a 5-10 membered
heterocycle consisting of: carbon atoms and 1-4
15 heteroatoms selected from the group consisting of N,
O, and S(O)_p and substituted with 0-5 R^d;

R^a, at each occurrence, is independently selected from H,
C₁₋₄ alkyl, phenyl and benzyl;

20 R^{a1}, at each occurrence, is independently selected from H
and C₁₋₄ alkyl;

alternatively, R^a and R^{a1} when attached to a nitrogen are
25 taken together with the nitrogen to which they are
attached to form a 5 or 6 membered ring comprising
carbon atoms and from 0-1 additional heteroatoms
selected from the group consisting of N, O, and S(O)_p;

30 R^{a2}, at each occurrence, is independently selected from C₁₋₄
alkyl, phenyl and benzyl;

R^b, at each occurrence, is independently selected from C₁₋₆ alkyl, OR^a, Cl, F, Br, =O, -CN, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a2}, and CF₃;

5 R^c, at each occurrence, is independently selected from C₁₋₆ alkyl, OR^a, Cl, F, Br, =O, -CN, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a2}, CF₃, C₃₋₆ carbocyclic residue and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms
10 selected from the group consisting of N, O, and S(O)_p;

R^d, at each occurrence, is independently selected from C₁₋₆ alkyl, OR^a, Cl, F, Br, =O, -CN, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a2}, CF₃, C₃₋₆
15 carbocyclic residue and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;

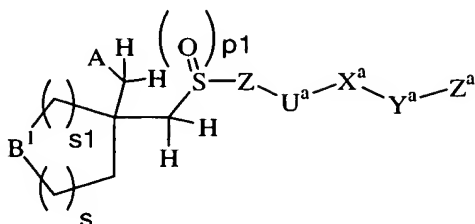
R⁵, at each occurrence, is selected from C₁₋₆ alkyl
20 substituted with 0-2 R^b, and C₁₋₄ alkyl substituted with 0-2 R^e;

R^e, at each occurrence, is selected from phenyl substituted with 0-2 R^b and biphenyl substituted with 0-2 R^b;
25

R⁶, at each occurrence, is selected from phenyl, naphthyl, C₁₋₁₀ alkyl-phenyl-C₁₋₆ alkyl-, C₃₋₁₁ cycloalkyl, C₁₋₆ alkylcarbonyloxy-C₁₋₃ alkyl-, C₁₋₆ alkoxy carbonyloxy-C₁₋₃ alkyl-, C₂₋₁₀ alkoxy carbonyl, C₃₋₆ cycloalkylcarbonyloxy-C₁₋₃ alkyl-, C₃₋₆ cycloalkoxy carbonyloxy-C₁₋₃ alkyl-, C₃₋₆ cycloalkoxy carbonyl, phenoxycarbonyl,
30

- phenyloxycarbonyloxy-C₁₋₃ alkyl-,
 phenylcarbonyloxy-C₁₋₃ alkyl-, C₁₋₆ alkoxy-C₁₋₆
 alkylcarbonyloxy-C₁₋₃ alkyl-, [5-(C₁₋₅
 alkyl)-1,3-dioxo-cyclopenten-2-one-yl]methyl,
 5 [5-(R^a)-1,3-dioxo-cyclopenten-2-one-yl]methyl,
 (5-aryl-1,3-dioxo-cyclopenten-2-one-yl)methyl, -C₁₋₁₀
 alkyl-NR⁷R^{7a}, -CH(R⁸)OC(=O)R⁹, and -CH(R⁸)OC(=O)OR⁹;
- R⁷ is selected from H and C₁₋₆ alkyl, C₂₋₆ alkenyl, C₃₋₆
 10 cycloalkyl-C₁₋₃ alkyl-, and phenyl-C₁₋₆ alkyl-;
- R^{7a} is selected from H and C₁₋₆ alkyl, C₂₋₆ alkenyl, C₃₋₆
 cycloalkyl-C₁₋₃ alkyl-, and phenyl-C₁₋₆ alkyl-;
- 15 R⁸ is selected from H and C₁₋₄ linear alkyl;
- R⁹ is selected from H, C₁₋₆ alkyl substituted with 1-2 R^f,
 C₃₋₆ cycloalkyl substituted with 1-2 R^f, and phenyl
 substituted with 0-2 R^b;
- 20 R^f, at each occurrence, is selected from C₁₋₄ alkyl, C₃₋₆
 cycloalkyl, C₁₋₅ alkoxy, and phenyl substituted with
 0-2 R^b;
- 25 p, at each occurrence, is selected from 0, 1, and 2;
- r, at each occurrence, is selected from 0, 1, 2, 3, and 4;
 and,
- 30 r₁, at each occurrence, is selected from 0, 1, 2, 3, and 4.

3. A compound according to Claim 2, wherein the compound is of formula III:



III

5 or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-\text{CO}_2\text{H}$, $\text{CH}_2\text{CO}_2\text{H}$, $-\text{CONHOH}$, $-\text{CONHOR}^5$, $-\text{N}(\text{OH})\text{CHO}$, and $-\text{N}(\text{OH})\text{COR}^5$;

10

B^1 is selected from NR^2 , O, and CHR^2 , provided that N-R^2 forms other than an N-O, N-N, or N-S bond;

15

Z is absent or selected from a C_{5-6} carbocyclic residue substituted with 0-3 R^b and a 5-6 membered heteroaryl comprising carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-3 R^b ;

20

U^a is absent or is selected from: O, NR^{a1} , $\text{C}(\text{O})$, $\text{C}(\text{O})\text{NR}^{a1}$, $\text{S}(\text{O})_p$, and $\text{S}(\text{O})_p\text{NR}^{a1}$;

X^a is absent or selected from C_{1-2} alkylene and C_{2-4} alkynylene;

25

Y^a is absent or selected from O and NR^{a1} ;

Z^a is selected from H, a C_{5-6} carbocyclic residue substituted with 0-3 R^c and a 5-10 membered heteroaryl

comprising carbon atoms and from 1-4 heteroatoms
selected from the group consisting of N, O, and S(O)_p
and substituted with 0-3 R^c;

5 provided that Z, U^a, Y^a, and Z^a do not combine to form a
N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

10 R² is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
C₂₋₆ alkynylene-Q, (CR^aR^{a1})_{r1}O(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r-Q, (CR^aR^{a2})_{r1}C(O)NR^aR^{a1},
(CR^aR^{a2})_{r1}C(O)NR^a(CR^aR^{a1})_r-Q, and
(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q;

15 Q is selected from H, a C₃₋₆ carbocyclic residue
substituted with 0-3 R^d and a 5-10 membered
heterocycle consisting of: carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
20 O, and S(O)_p and substituted with 0-3 R^d;

R^a, at each occurrence, is independently selected from H,
C₁₋₄ alkyl, phenyl and benzyl;

25 R^{a1}, at each occurrence, is independently selected from H
and C₁₋₄ alkyl;

R^{a2}, at each occurrence, is independently selected from C₁₋₄
alkyl, phenyl and benzyl;

30

R^b, at each occurrence, is independently selected from C₁₋₄ alkyl, OR^a, Cl, F, =O, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a2}, and CF₃;

5 R^c, at each occurrence, is independently selected from C₁₋₆ alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, C(O)R^a, C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a2}, and CF₃;

10 R^d, at each occurrence, is independently selected from C₁₋₆ alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, C(O)R^a, C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a2}, CF₃ and phenyl;

15 R^e, at each occurrence, is selected from C₁₋₄ alkyl substituted with 0-2 R^b, and C₁₋₄ alkyl substituted with 0-2 R^e;

R^e, at each occurrence, is selected from phenyl substituted with 0-2 R^b and biphenyl substituted with 0-2 R^b;

20 p, at each occurrence, is selected from 0, 1, and 2;

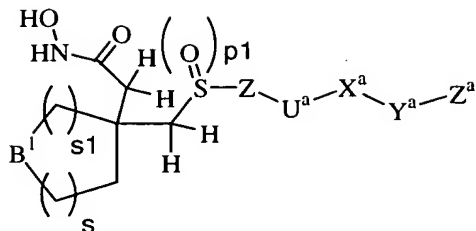
r, at each occurrence, is selected from 0, 1, 2, 3, and 4;

25 r₁, at each occurrence, is selected from 0, 1, 2, 3, and 4; and,

s and s₁ combine to total 1, 2, 3, or 4.

30

4. A compound according to Claim 3, wherein the compound is of formula IV:



IV

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

5

Z is absent or selected from phenyl substituted with 0-3 R^b and pyridyl substituted with 0-3 R^b;

U^a is absent or is O;

10

X^a is absent or is selected from CH₂, CH₂CH₂, and C₂₋₄ alkynylene;

Y^a is absent or is O;

15

Z^a is selected from H, phenyl substituted with 0-3 R^c, pyridyl substituted with 0-3 R^c, and quinolinyl substituted with 0-3 R^c;

20 provided that Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, or O-O group;

R² is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkynylene-Q, (CR^aR^{a1})_{r1}O(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, C(O)(CR^aR^{a1})_r-Q, C(O)O(CR^aR^{a1})_r-Q, C(O)NR^a(CR^aR^{a1})_r-Q, and S(O)_p(CR^aR^{a1})_r-Q;

25

Q is selected from H, cyclopropyl substituted with 0-1 R^d, cyclobutyl substituted with 0-1 R^d, cyclopentyl

substituted with 0-1 R^d, cyclohexyl substituted with
0-1 R^d, phenyl substituted with 0-2 R^d and a
heteroaryl substituted with 0-3 R^d, wherein the
heteroaryl is selected from pyridyl, quinolinyl,
5 thiazolyl, furanyl, imidazolyl, and isoxazolyl;

R^a, at each occurrence, is independently selected from H,
CH₃, and CH₂CH₃;

10 R^{a1}, at each occurrence, is independently selected from H,
CH₃, and CH₂CH₃;

R^{a2}, at each occurrence, is independently selected from H,
CH₃, and CH₂CH₃;

15 R^b, at each occurrence, is independently selected from C₁₋₄
alkyl, OR^a, Cl, F, =O, NR^aR^{a1}, C(O)R^a, C(O)OR^a,
C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a2}, and CF₃;

20 R^c, at each occurrence, is independently selected from C₁₋₆
alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, C(O)R^a, C(O)NR^aR^{a1},
S(O)₂NR^aR^{a1}, S(O)_pR^{a2}, and CF₃;

25 R^d, at each occurrence, is independently selected from C₁₋₆
alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, C(O)R^a, C(O)NR^aR^{a1},
S(O)₂NR^aR^{a1}, S(O)_pR^{a2}, CF₃ and phenyl;

p, at each occurrence, is selected from 0, 1, and 2;

30 r, at each occurrence, is selected from 0, 1, 2, and 3;

r1, at each occurrence, is selected from 0, 1, 2, and 3;
and,

s and s1 combine to total 2, 3, or 4.

5

5. A compound according to Claim 1, wherein the
compound is selected from the group:

10

N-hydroxy-2-~~2-4-2-methyl-4-~~
quinolinyl)methoxy]phenyl)sulfonyl)methyl]-2-
pyrrolidinyl)acetamide;

15

N-hydroxy-2-{1-methyl-2-[(4-(2-methyl-4-
quinolinyl)methoxy]phenyl)sulfonyl)methyl]-2-
pyrrolidinyl)acetamide;

20

N-hydroxy-2-{1-isobutyl-2-[(4-(2-methyl-4-
quinolinyl)methoxy]phenyl)sulfonyl)methyl]-2-
pyrrolidinyl)acetamide;

25

N-hydroxy-2-[2-[(4-(2-methyl-4-
quinolinyl)methoxy]phenyl)sulfonyl)methyl]-1-(3-
pyridinyl)-2-pyrrolidinyl)acetamide;

30

2-{1-acetyl-2-[(4-(2-methyl-4-
quinolinyl)methoxy]phenyl)sulfonyl)methyl]-2-
pyrrolidinyl}-*N*-hydroxyacetamide;

N-hydroxy-2-{3-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

5 *N*-hydroxy-2-{1-methyl-3-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

10 *N*-hydroxy-2-{1-isopropyl-3-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

15 *N*-hydroxy-2-{1-isobutyl-3-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

20 *N*-hydroxy-2-{3-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-1-neopentyl-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{2-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-2-piperidinyl}acetamide;

25 *N*-hydroxy-2-{1-methyl-2-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-2-piperidinyl}acetamide;

N-hydroxy-2-{1-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]cyclohexyl}acetamide;

5 *N*-hydroxy-2-{1-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfanyl)methyl]cyclohexyl}acetamide;

10 *N*-hydroxy-2-{3-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-3-oxetanyl}acetamide;

15 *N*-hydroxy-2-{1-methyl-3-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-2-oxopyrrolidinyl}acetamide;

N-hydroxy-2-{1-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]cyclopentyl}acetamide;

20 *N*-hydroxy-2-[5-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl]acetamide;

25 *N*-hydroxy-2-[5-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]-3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]acetamide; and,

30 *N*-hydroxy-2-{4-[(4-{(2-methyl-4-quinolinyl)methoxy}phenyl)sulfonyl)methyl]tetrahydro-2*H*-pyran-4-yl}acetamide;

or a pharmaceutically acceptable salt form thereof.

5 6. A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

10

7. A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

15

8. A method, comprising: administering a compound of Claim 1 or a pharmaceutically acceptable salt form thereof in an amount effective to treat an inflammatory disorder.

20

9. A method of treating a condition or disease mediated by MMPs, TNF, aggrecanase, or a combination thereof in a mammal, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

30

10. A method of treating according to Claim 10, wherein the disease or condition is referred to as acute infection, acute phase response, age related macular degeneration, alcoholism, allergy, allergic asthma, aneurism, anorexia, aortic aneurism, asthma,

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athersclerosis, atopic dermatitis, autoimmune disease,
autoimmune hepatitis, Bechet's disease, cachexia, calcium
pyrophosphate dihydrate deposition disease, cardiovascular
effects, chronic fatigue syndrome, chronic obstruction
5 pulmonary disease, coagulation, congestive heart failure,
corneal ulceration, Crohn's disease, enteropathic
arthropathy, Felty's syndrome, fever, fibromyalgia
syndrome, fibrotic disease, gingivitis, glucocorticoid
withdrawal syndrome, gout, graft versus host disease,
10 hemorrhage, HIV infection, hyperoxic alveolar injury,
infectious arthritis, inflammation, intermittent
hydrarthrosis, Lyme disease, meningitis, multiple
sclerosis, myasthenia gravis, mycobacterial infection,
neovascular glaucoma, osteoarthritis, pelvic inflammatory
15 disease, periodontitis, polymyositis/dermatomyositis, post-
ischaemic reperfusion injury, post-radiation asthenia,
psoriasis, psoriatic arthritis, pulmonary emphysema,
pyoderma gangrenosum, relapsing polychondritis, Reiter's
syndrome, rheumatic fever, rheumatoid arthritis,
20 sarcoidosis, scleroderma, sepsis syndrome, Still's disease,
shock, Sjogren's syndrome, skin inflammatory diseases,
solid tumor growth and tumor invasion by secondary
metastases, spondylitis, stroke, systemic lupus
erythematosus, ulcerative colitis, uveitis, vasculitis, and
25 Wegener's granulomatosis.